

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

AGWAY FARM & HOME SUPPLY, LLC,  
  
Debtor.<sup>1</sup>

Chapter 11

Case No. 22-10602 (JKS)

**NOTICE OF SALE OF CERTAIN ASSETS AT AUCTION**

PLEASE TAKE NOTICE THAT:

1. The above-captioned debtor (the “Debtor”) has entered into a Purchase and Sale Agreement (the “Agreement”) with True Value Company, L.L.C. (the “Stalking Horse Bidder”) for the sale of the Debtor’s intellectual property and certain equipment as scheduled in the Agreement. The *Order (A) Approving Bidding Procedures and Protections in Connection with a Sale of Certain of the Debtor’s Assets Free and Clear of Liens, Claims, Encumbrances, and Interests; (B) Scheduling an Auction and Sale Hearing; (C) Approving the Form and Manner of Notice Thereof; and (D) Granting Related Relief* entered by the United States Bankruptcy Court for the District of Delaware (the “Court”) on September 22, 2022, sets forth procedures for the competitive bidding and sale process contemplated in the Agreement [Docket No. 221] (the “Bidding Procedures Order”).<sup>2</sup>

2. Copies of (i) the motion seeking approval of the sale [D.I. 168] (the “Sale Motion”), (ii) the Agreement, (iii) the Bidding Procedures Order and the Bidding Procedures, and (iv) the proposed Sale Order can be obtained by contacting the Debtor’s counsel at Shulman Bastian Friedman & Bui LLP, Attn: Alan J. Friedman, afriedman@shulmanbastian.com, Melissa Lowe, mlowe@shulmanbastian.com, and Max Casal, mcasal@shulmanbastian.com or Morris James LLP, Attn: Jeffrey Waxman, jwaxman@morrisjames.com, and Brya Keilson, bkeilson@morrisjames.com.

3. All interested parties are invited to make an offer to purchase the Purchased Assets subject to the Agreement in accordance with the terms and conditions approved by the Court in the Bidding Procedures Order (the “Bidding Procedures”) by 5:00 p.m.<sup>3</sup> on October 10, 2022. Pursuant to the Bidding Procedures, the Debtor may conduct an Auction for the Purchased Assets (the “Auction”) beginning at 10:00 a.m. on October 12, 2022 at Morris James LLP, 500 Delaware Avenue, Suite 1500, Wilmington, DE 19801 or such other place as the Debtor notify all proposed attendees. You can contact the Debtor’s counsel, Shulman Bastian Friedman & Bui LLP, Attn: Alan J. Friedman, afriedman@shulmanbastian.com, Melissa Lowe, mlowe@shulmanbastian.com, and Max Casal, mcasal@shulmanbastian.com or Morris James LLP, Attn: Jeffrey Waxman,

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<sup>1</sup> The last four digits of the Debtor’s federal tax identification number are 1247. The Debtor’s address is 6606 W. Broad Street, Richmond, VA 23230.

<sup>2</sup> Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Bidding Procedures Order or the Agreement, as applicable.

<sup>3</sup> Unless expressly stated otherwise, all references to time refer to prevailing Eastern Time.

jwaxman@morrisjames.com, and Brya Keilson, bkeilson@morrisjames.com for further information regarding the Debtor's assets and/or making a bid.

4. Objections, if any, to the Auction process must be filed and served in accordance with the Bidding Procedures Order by no later than October 13, 2022 at 4:00.p.m.
5. Participation at the Auction is subject to the Bidding Procedures and the Bidding Procedures Order.
6. A hearing to approve the sale of the Purchased Assets to the highest and best bidder will be held on October 14, 2022 at 12:00 p.m., at the Court. The hearing on the sale may be adjourned without notice other than an adjournment in open court.
7. Objections, if any, to the proposed sale must be filed and served in accordance with the Bidding Procedures Order by no later than October 7, 2022 at 4:00 p.m.
8. The failure of any entity to object by the time of the hearing on the sale shall be deemed a consent to the sale of the Purchased Assets to the Stalking Horse Bidder or other Successful Bidder and the other relief requested in the Sale Motion, and be a bar to the assertion of any objection to the Sale Motion, the sale of the Purchased Assets, and the Debtor's consummation and performance of the Agreement or other agreement with a different Successful Bidder (including in any such case, without limitation, the transfer of the Purchased Assets free and clear of all liens, claims, encumbrances, and interests).
9. This notice is qualified in its entirety by the Bidding Procedures Order.

Dated: September 22, 2022

**MORRIS JAMES LLP**

/s/ Brya M. Keilson

Jeffrey R. Waxman (DE Bar No. 4159)

Brya M. Keilson (DE Bar No. 4643)

500 Delaware Avenue, Suite 1500

Wilmington, DE 19801

Telephone: (302) 888-6800

Facsimile: (302) 571-1750

E-mail: jwaxman@morrisjames.com

E-mail: bkeilson@morrisjames.com

-and-

**SHULMAN BASTIAN FRIEDMAN & BUI LLP**

Alan J. Friedman (admitted *pro hac vice*)

Melissa Davis Lowe (admitted *pro hac vice*)

Max Casal (admitted *pro hac vice*)

100 Spectrum Center Drive, Suite 600

Irvine, CA 92618

Telephone: (949) 340-3400

Facsimile: (949) 340-3000

E-mail: afriedman@shulmanbastian.com

E-mail: mlowe@shulmanbastian.com

E-mail: mcasal@shulmanbastian.com

*Counsel to the Debtor and Debtor in Possession*